RECORDATION NO. 25620-B FILED

JUN 09 '05 11-57 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

June 8, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Agreement, dated as of June 8, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number 25620.

The names and addresses of the parties to the enclosed document are:

Debtor/Assignor:	Infinity Rail, LLC c/o Infinity Asset Management, LLC (as Manager) 817 West Peachtree Street, Suite M110 Atlanta, Georgia 30308
Secured Party/ Assignee:	The CIT Group/Equipment Financing, Inc. 1211 Avenue of the Americas New York, New York 10036

A description of the railroad equipment covered by the enclosed document is:

Lease covering 250 gondola cars within the series TLAX 92001 - TLAX 92207 and TLAX 93004 - TLAX 93220 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Security Agreement.

Also enclosed is a check in the amount of $33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SECURITY AGREEMENT

1. Pursuant to the Security Agreement identified below, Infinity Rail, LLC, a Georgia limited liability company ("IR"), has granted to The CIT Group/Equipment Financing, Inc. ("CIT"), as security for certain obligations of IR to CIT, a security interest in all of IR's right, title, and interest in and to the lease identified on the schedule attached hereto, which lease relates to the railroad equipment identified on that schedule. "Security Agreement" means the Security Agreement dated as of June 7, 2005, between IR and CIT.

2. The addresses of the parties are as follows:

Infinity Rail, LLC (Debtor / Assignor)
817 West Peachtree Street, Suite M110
Atlanta, Georgia 30308

The CIT Group/Equipment Financing, Inc. (Secured Party / Assignee)
1211 Avenue of the Americas
New York, New York 10036
Attention: Rail Resources, Vice President – Credit

3. The terms and provisions of the above-referenced security interest are more particularly set forth in the above-referenced Security Agreement.

4. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of June 8, 2005.

INFINITY RAIL, LLC
By Infinity Asset Management, LLC as Manager

By: _____
Jeffrey E. Edelman, Vice-President

State of Georgia)
) ss:
County of Fulton)

On June 8, 2005, before me personally appeared Jeffrey E. Edelman, to me personally known, who being by me duly sworn says that he is President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority of its board of managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

Linda L. Freeman
Notary Public
My commission expires:

[NOTARIAL SEAL]

LINDA L. FREEMAN NOTARY PUBLIC EXPIRES GEORGIA JUNE 10, 2008 CLAYTON COUNTY

[Execution continued on next page; remainder of this page intentionally left blank]

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THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: _____
Name: William J. Hunter
Title: Vice President – Structured Finance

State of New York)
) ss:
County of New York)

On June 8, 2005, personally appeared before me William J. Hunter, to me personally known, who being by me duly sworn, said that he is a Vice President – Structured Finance of The CIT Group/Equipment Financing, Inc., that such instrument was signed on behalf of such corporation by the authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

_____
Notary Public
My commission expires:

[NOTARIAL SEAL]

RICHARD D'ANNUNZIO
Notary Public, State of New York
No. 43-4693159
Qualified in Richmond County
Commission Expires March 30, 2007

SCHEDULE 4(a)

Items relating to 255 gondolas leased (or to be purchased and leased) to Transload America Inc.:

Acquisition Agreement:
Purchase and Sale Agreement dated as of December 2, 2004, between Transload America Inc. ("TA"), as the original buyer party, and Quality Railway Services & Supply Co. ("QRSSC"), as seller.

With respect to each of the 255 cars that are the subject of the above-described Acquisition Agreement, the original buyer party has assigned its rights under that Acquisition Agreement to Infinity Rail, LLC ("IR"), by an Assignment of Purchase Agreement, dated December 2, 2004, executed by TA, IR, and QRSSC.

Lease Agreement:
Schedule No. 1 dated as of November 22, 2004 (which incorporates the provisions of the Master Lease Agreement dated as of November 22, 2004) between Infinity Rail, LLC, as lessor, and Transload America Inc., as lessee (together with any and all riders, exhibits, schedules, amendments, addenda, supplements, instruments, guarantees, and other agreements related thereto)

This Lease Agreement relates to the following Railcars:

Description of Cars:
used 100-ton (263,000 lbs. gross rail load), 4,240 cubic feet, tub gondolas

Quantity:
two hundred fifty five (255)

Reporting marks and identifying numbers of the 250 cars purchased and leased to date:

Count	Former Mark	Identifying Number	New Mark	Identifying Number
1	GBRX	92001	TLAX	92001
2	GBRX	92002	TLAX	92002
3	GBRX	92003	TLAX	92003
4	GBRX	92004	TLAX	92004
5	GBRX	92005	TLAX	92005
6	GBRX	92006	TLAX	92006
7	GBRX	92007	TLAX	92007
8	GBRX	92008	TLAX	92008
9	GBRX	92009	TLAX	92009
10	GBRX	92010	TLAX	92010
11	GBRX	92011	TLAX	92011
12	GBRX	92012	TLAX	92012
13	GBRX	92013	TLAX	92013
14	GBRX	92014	TLAX	92014
15	GBRX	92015	TLAX	92015
16	GBRX	92016	TLAX	92016
17	GBRX	92017	TLAX	92017
18	GBRX	92018	TLAX	92018
19	GBRX	92019	TLAX	92019
20	GBRX	92020	TLAX	92020
21	GBRX	92021	TLAX	92021
22	GBRX	92022	TLAX	92022

23	GBRX	92023	TLAX	92023
24	GBRX	92024	TLAX	92024
25	GBRX	92025	TLAX	92025
26	GBRX	92026	TLAX	92026
27	GBRX	92027	TLAX	92027
28	GBRX	92028	TLAX	92028
29	GBRX	92029	TLAX	92029
30	GBRX	92030	TLAX	92030
31	GBRX	92031	TLAX	92031
32	GBRX	92032	TLAX	92032
33	GBRX	92033	TLAX	92033
34	GBRX	92034	TLAX	92034
35	GBRX	92036	TLAX	92036
36	GBRX	92037	TLAX	92037
37	GBRX	92038	TLAX	92038
38	GBRX	92039	TLAX	92039
39	GBRX	92040	TLAX	92040
40	GBRX	92041	TLAX	92041
41	GBRX	92042	TLAX	92042
42	GBRX	92043	TLAX	92043
43	GBRX	92044	TLAX	92044
44	GBRX	92045	TLAX	92045
45	GBRX	92046	TLAX	92046
46	GBRX	92047	TLAX	92047
47	GBRX	92048	TLAX	92048
48	GBRX	92049	TLAX	92049
49	GBRX	92050	TLAX	92050
50	GBRX	92051	TLAX	92051
51	GBRX	92052	TLAX	92052
52	GBRX	92053	TLAX	92053
53	GBRX	92054	TLAX	92054
54	GBRX	92055	TLAX	92055
55	GBRX	92057	TLAX	92057
56	GBRX	92058	TLAX	92058
57	GBRX	92059	TLAX	92059
58	GBRX	92060	TLAX	92060
59	GBRX	92061	TLAX	92061
60	GBRX	92062	TLAX	92062
61	GBRX	92063	TLAX	92063
62	GBRX	92064	TLAX	92064
63	GBRX	92065	TLAX	92065
64	GBRX	92066	TLAX	92066
65	GBRX	92067	TLAX	92067
66	GBRX	92068	TLAX	92068
67	GBRX	92069	TLAX	92069
68	GBRX	92070	TLAX	92070
69	GBRX	92071	TLAX	92071
70	GBRX	92072	TLAX	92072
71	GBRX	92073	TLAX	92073
72	GBRX	92074	TLAX	92074

73	GBRX	92075	TLAX	92075
74	GBRX	92077	TLAX	92077
75	GBRX	92078	TLAX	92078
76	GBRX	92079	TLAX	92079
77	GBRX	92080	TLAX	92080
78	GBRX	92081	TLAX	92081
79	GBRX	92082	TLAX	92082
80	GBRX	92083	TLAX	92083
81	GBRX	92084	TLAX	92084
82	GBRX	92085	TLAX	92085
83	GBRX	92086	TLAX	92086
84	GBRX	92087	TLAX	92087
85	GBRX	92088	TLAX	92088
86	GBRX	92089	TLAX	92089
87	GBRX	92090	TLAX	92090
88	GBRX	92091	TLAX	92091
89	GBRX	92092	TLAX	92092
90	GBRX	92093	TLAX	92093
91	GBRX	92094	TLAX	92094
92	GBRX	92095	TLAX	92095
93	GBRX	92096	TLAX	92096
94	GBRX	92098	TLAX	92098
95	GBRX	92099	TLAX	92099
96	GBRX	92101	TLAX	92101
97	GBRX	92102	TLAX	92102
98	GBRX	92103	TLAX	92103
99	GBRX	92104	TLAX	92104
100	GBRX	92105	TLAX	92105
101	GBRX	92106	TLAX	92106
102	GBRX	92107	TLAX	92107
103	GBRX	92108	TLAX	92108
104	GBRX	92109	TLAX	92109
105	GBRX	92110	TLAX	92110
106	GBRX	92111	TLAX	92111
107	GBRX	92112	TLAX	92112
108	GBRX	92113	TLAX	92113
109	GBRX	92114	TLAX	92114
110	GBRX	92115	TLAX	92115
111	GBRX	92116	TLAX	92116
112	GBRX	92117	TLAX	92117
113	GBRX	92118	TLAX	92118
114	GBRX	92119	TLAX	92119
115	GBRX	92120	TLAX	92120
116	GBRX	92121	TLAX	92121
117	GBRX	92122	TLAX	92122
118	GBRX	92123	TLAX	92123
119	GBRX	92124	TLAX	92124
120	GBRX	92125	TLAX	92125
121	GBRX	92126	TLAX	92126
122	GBRX	92127	TLAX	92127

123	GBRX	92128	TLAX	92128
124	GBRX	92129	TLAX	92129
125	GBRX	92130	TLAX	92130
126	GBRX	92131	TLAX	92131
127	GBRX	92132	TLAX	92132
128	GBRX	92133	TLAX	92133
129	GBRX	92134	TLAX	92134
130	GBRX	92135	TLAX	92135
131	GBRX	92136	TLAX	92136
132	GBRX	92137	TLAX	92137
133	GBRX	92138	TLAX	92138
134	GBRX	92139	TLAX	92139
135	GBRX	92140	TLAX	92140
136	GBRX	92141	TLAX	92141
137	GBRX	92142	TLAX	92142
138	GBRX	92143	TLAX	92143
139	GBRX	92144	TLAX	92144
140	GBRX	92145	TLAX	92145
141	GBRX	92146	TLAX	92146
142	GBRX	92147	TLAX	92147
143	GBRX	92148	TLAX	92148
144	GBRX	92149	TLAX	92149
145	GBRX	92150	TLAX	92150
146	GBRX	92151	TLAX	92151
147	GBRX	92152	TLAX	92152
148	GBRX	92153	TLAX	92153
149	GBRX	92154	TLAX	92154
150	GBRX	92155	TLAX	92155
151	GBRX	92156	TLAX	92156
152	GBRX	92157	TLAX	92157
153	GBRX	92158	TLAX	92158
154	GBRX	92159	TLAX	92159
155	GBRX	92160	TLAX	92160
156	GBRX	92161	TLAX	92161
157	GBRX	92162	TLAX	92162
158	GBRX	92163	TLAX	92163
159	GBRX	92164	TLAX	92164
160	GBRX	92165	TLAX	92165
161	GBRX	92166	TLAX	92166
162	GBRX	92167	TLAX	92167
163	GBRX	92168	TLAX	92168
164	GBRX	92169	TLAX	92169
165	GBRX	92170	TLAX	92170
166	GBRX	92171	TLAX	92171
167	GBRX	92172	TLAX	92172
168	GBRX	92173	TLAX	92173
169	GBRX	92174	TLAX	92174
170	GBRX	92175	TLAX	92175
171	GBRX	92176	TLAX	92176
172	GBRX	92177	TLAX	92177

173	GBRX	92178	TLAX	92178
174	GBRX	92179	TLAX	92179
175	GBRX	92180	TLAX	92180
176	GBRX	92181	TLAX	92181
177	GBRX	92182	TLAX	92182
178	GBRX	92183	TLAX	92183
179	GBRX	92184	TLAX	92184
180	GBRX	92185	TLAX	92185
181	GBRX	92186	TLAX	92186
182	GBRX	92187	TLAX	92187
183	GBRX	92188	TLAX	92188
184	GBRX	92190	TLAX	92190
185	GBRX	92191	TLAX	92191
186	GBRX	92192	TLAX	92192
187	GBRX	92193	TLAX	92193
188	GBRX	92194	TLAX	92194
189	GBRX	92195	TLAX	92195
190	GBRX	92196	TLAX	92196
191	GBRX	92197	TLAX	92197
192	GBRX	92198	TLAX	92198
193	GBRX	92199	TLAX	92199
194	GBRX	92200	TLAX	92200
195	GBRX	92201	TLAX	92201
196	GBRX	92202	TLAX	92202
197	GBRX	92203	TLAX	92203
198	GBRX	92204	TLAX	92204
199	GBRX	92205	TLAX	92205
200	GBRX	92206	TLAX	92206
201	GBRX	92207	TLAX	92207
202	GBRX	93004	TLAX	93004
203	GBRX	93006	TLAX	93006
204	GBRX	93009	TLAX	93009
205	GBRX	93010	TLAX	93010
206	GBRX	93018	TLAX	93018
207	GBRX	93020	TLAX	93020
208	GBRX	93021	TLAX	93021
209	GBRX	93025	TLAX	93025
210	GBRX	93026	TLAX	93026
211	GBRX	93027	TLAX	93027
212	GBRX	93029	TLAX	93029
213	GBRX	93039	TLAX	93039
214	GBRX	93044	TLAX	93044
215	GBRX	93045	TLAX	93045
216	GBRX	93058	TLAX	93058
217	GBRX	93062	TLAX	93062
218	GBRX	93066	TLAX	93066
219	GBRX	93068	TLAX	93068
220	GBRX	93071	TLAX	93071
221	GBRX	93084	TLAX	93084
222	GBRX	93093	TLAX	93093

223	GBRX	93103	TLAX	93103
224	GBRX	93104	TLAX	93104
225	GBRX	93105	TLAX	93105
226	GBRX	93117	TLAX	93117
227	GBRX	93120	TLAX	93120
228	GBRX	93121	TLAX	93121
229	GBRX	93125	TLAX	93125
230	GBRX	93128	TLAX	93128
231	GBRX	93131	TLAX	93131
232	GBRX	93143	TLAX	93143
233	GBRX	93144	TLAX	93144
234	GBRX	93150	TLAX	93150
235	GBRX	93156	TLAX	93156
236	GBRX	93157	TLAX	93157
237	GBRX	93162	TLAX	93162
238	GBRX	93168	TLAX	93168
239	GBRX	93170	TLAX	93170
240	GBRX	93179	TLAX	93179
241	GBRX	93192	TLAX	93192
242	GBRX	93196	TLAX	93196
243	GBRX	93201	TLAX	93201
244	GBRX	93202	TLAX	93202
245	GBRX	93206	TLAX	93206
246	GBRX	93208	TLAX	93208
247	GBRX	93211	TLAX	93211
248	GBRX	93213	TLAX	93213
249	GBRX	93218	TLAX	93218
250	GBRX	93220	TLAX	93220

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/8/05

Robert W. Alvord